DE CESARE MICHAEL P

Form 4

October 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box
if no longer
which to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person DE CESARE MICHAEL P	Symbol	5. Relationship of Reporting Person(s) to Issuer			
	McAfee, Inc. [MFE]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
C/O MCAFEE, INC., 5000 HEADQUARTERS DRIVE	(Month/Day/Year) 10/02/2010	Director 10% Owner _X_ Officer (give title Other (specify below) EVP Worldwide Sales Operations			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
PLANO, TX 75024	Filed(Month/Day/Year)				
(61)					

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/02/2010		F	7,779 (1)	D	\$ 47.24	97,620 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
						_		01			
						Date	Expiration		lumber		
					Exercisable	Date	of				
			Code V	(A) (D)			SI	hares			

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DE CESARE MICHAEL P C/O MCAFEE, INC. 5000 HEADQUARTERS DRIVE PLANO, TX 75024

EVP Worldwide Sales Operations

Signatures

/s/ Jared Ross, 10/05/2010 Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On October 2, 2010, the Reporting Person vested as to 16,666 stock units; the Issuer withheld 7,779 shares of its Common Stock otherwise issuable to the Reporting Person in settlement of the vesting of these stock units to fulfill withholding tax obligations.
- (2) Includes 633 shares acquired on May 28, 2010 through the McAfee, Inc. 2002 Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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